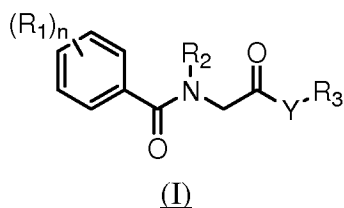


### *Amendments to the Claims*

The listing of claims will replace all prior versions, and listings of claims in the application:

#### Listing of claims:

Claim 1. (Currently Amended) A compound of Formula I:



in which:

Y is ~~selected from O, NR<sub>4</sub> and S; wherein R<sub>4</sub> is selected from hydrogen, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-6</sub>alkoxy, C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-12</sub>cycloalkyl-C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl;~~

n is selected from 0, 1, 2, 3 and 4;

R<sub>1</sub> is halo, methyl, ethyl or trifluoromethyl ~~selected from halo, hydroxy, nitro, cyano, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl and halo-substituted C<sub>1-6</sub>alkoxy, XC(O)R<sub>4</sub>, XOC(O)R<sub>4</sub>, XC(O)OR<sub>4</sub>, XOR<sub>4</sub>, XS(O)<sub>2</sub>R<sub>4</sub>, XS(O)R<sub>4</sub>, XSR<sub>4</sub>, XNR<sub>4</sub>R<sub>8</sub>, XC(O)NR<sub>4</sub>R<sub>8</sub>, XNR<sub>4</sub>C(O)R<sub>4</sub>, XNR<sub>4</sub>C(O)OR<sub>4</sub>, XNR<sub>4</sub>C(O)NR<sub>4</sub>R<sub>8</sub>, XNR<sub>4</sub>C(NR<sub>4</sub>R<sub>4</sub>)NR<sub>4</sub>R<sub>8</sub>, XP(O)(OR<sub>4</sub>)OR<sub>4</sub>, XOP(O)(OR<sub>4</sub>)OR<sub>4</sub>, XS(O)<sub>2</sub>NR<sub>4</sub>R<sub>8</sub>, XS(O)NR<sub>4</sub>R<sub>8</sub>, XSNR<sub>4</sub>R<sub>8</sub>, XNR<sub>4</sub>S(O)<sub>2</sub>R<sub>4</sub>, XNR<sub>4</sub>S(O)R<sub>4</sub>, XNR<sub>4</sub>SR<sub>4</sub>, XNR<sub>4</sub>C(O)NR<sub>4</sub>R<sub>8</sub>, and XC(O)SR<sub>4</sub>; wherein X is a bond or C<sub>1-6</sub>alkylene; and R<sub>4</sub> and R<sub>8</sub> are independently selected from hydrogen, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-6</sub>alkoxy, C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-12</sub>cycloalkyl-C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl; or R<sub>4</sub> and R<sub>8</sub> together with the nitrogen atom to which R<sub>4</sub> and R<sub>8</sub> are attached form C<sub>5-10</sub>heteroaryl or C<sub>3-8</sub>heterocycloalkyl; wherein any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R<sub>4</sub> or the combination of R<sub>4</sub> and R<sub>8</sub> is optionally substituted~~

~~with 1 to 4 radicals independently selected from the group consisting of halo, hydroxy, cyano, nitro, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl and halo-substituted C<sub>1-6</sub>alkoxy;~~

R<sub>2</sub> is selected from phenyl, benzo[1,3]dioxolyl, cyclopentyl, benzoxazolyl, benzthiazolyl, 2,3-dihydro-benzo[1,4]dioxinyl, 2,3-dihydro-benzofuranyl, 1H-indazolyl, 1H-indolyl, naphthyl and 2-oxo-2,3-dihydro-1H-indol-5-yl, each of which is optionally substituted by 1 to 5 radicals independently selected from halo, hydroxy, methoxy, trifluoro-methoxy, difluoro-methoxy, ethyl, methyl-sulfanyl, methyl-carbonyl-amino, formamidyl, trifluoro-methyl, methyl, amino-carbonyl, dimethyl-amino, methyl-sulphanyl, methyl-formamidyl, methyl-carbonyl, ethenyl, methoxy-carbonyl, isopropyl, isopropoxy, cyano-methyl, optionally substituted phenyl, optionally substituted isoxazolyl, optionally substituted pyrazolyl, optionally substituted pyrrolidinyl-carbonyl, optionally substituted phenoxy, optionally substituted phenyl-carbonyl, optionally substituted pyridinyl, optionally substituted 1H-indolyl, optionally substituted pyrimidinyl, optionally substituted thiophenyl, optionally substituted benzoxy, optionally substituted furanyl, optionally substituted 2,3-dihydro-benzo[1,4]dioxinyl and optionally substituted [1,3]dioxolanyl;

wherein the optional substituents are selected from 1-3 groups selected from halo, methyl, cyano, carboxy, carboxy-methyl, cyano-methyl, methoxy, methoxy-methyl, hydroxy-methyl, t-butoxy-carbonyl-amino, methyl-carbonyl-amino, methoxy-carbonyl, phenyl, t-butyl, butyl, isopropyl, methyl-sulfonyl-amino, hydroxy, cyclopropyl-formamidyl, methoxy-methyl-amino-carbonyl, cyclopentyl-formamidyl, 2-methoxy-propionyl, dimethyl-amino-carbonyl, phenyl-sulfonyl, methyl-sulfonyl, ethoxy-carbonyl, t-butoxy-carbonyl, methyl-sulfonyl-amino, phenoxy, methyl-amino-carbonyl, diethyl-amino-carbonyl, t-butyl-amino-carbonyl, isobutyl-formamidyl, formamidyl, pyrrolidinyl-carbonyl, benzyl-formamidyl, morpholino-carbonyl, ethyl-formamidyl, methoxy-carbonyl-ethyl, benzyl, butoxy, ethoxy, trifluoro-

methyl, ethoxy-carbonyl-methyl, 1-oxo-1,3-dihydro-isobenzofuran-5-yl,  
amino-sulfonyl, chloro-methyl-carbonyl-amino, 2-oxo-piperidin-1-yl, ethyl,  
ethanoic acid, 1-methylethanoic acid, trifluoro-methoxy, hydroxy-carbonyl,  
methyl-carbonyl-amino-methyl, 4-oxo-piperidin-1-yl-carbonyl, acetyl-amino,  
carbonyl-methyl, dimethyl-amino, benzo-amino-carbonyl, methoxy-  
carbonyl-amino and 1-carboxy-ethyl C<sub>6-10</sub>aryl C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heteroaryl C<sub>0-4</sub>  
 alkyl, C<sub>3-12</sub>cycloalkyl C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl C<sub>0-4</sub>alkyl; wherein  
 any aryl alkyl, heteroaryl alkyl, cycloalkyl alkyl or heterocycloalkyl alkyl of  
 R<sub>2</sub> is optionally substituted by 1 to 5 radicals independently selected from  
 halo, cyano-C<sub>0-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl, halo-  
 substituted C<sub>1-6</sub>alkoxy, —OXR<sub>7</sub>, —OXC(O)NR<sub>7</sub>R<sub>8</sub>, —OXC(O)NR<sub>7</sub>XC(O)OR<sub>8</sub>, —  
 OXC(O)NR<sub>7</sub>XOR<sub>8</sub>, —OXC(O)NR<sub>7</sub>XNR<sub>7</sub>R<sub>8</sub>, —OXC(O)NR<sub>7</sub>XS(O)<sub>0-2</sub>R<sub>8</sub>, —  
 OXC(O)NR<sub>7</sub>XNR<sub>7</sub>C(O)R<sub>8</sub>, —OXC(O)NR<sub>7</sub>XC(O)XC(O)OR<sub>8</sub>, —  
 OXC(O)NR<sub>7</sub>R<sub>9</sub>, —OXC(O)OR<sub>7</sub>, —OXOR<sub>7</sub>, —OXR<sub>9</sub>, —XR<sub>9</sub>, —OXC(O)R<sub>9</sub>, —  
 OXS(O)<sub>0-2</sub>R<sub>9</sub> and —OXC(O)NR<sub>7</sub>CR<sub>7</sub>[C(O)R<sub>8</sub>]<sub>2</sub>; wherein X is a selected from  
 a bond and C<sub>1-6</sub>alkylene wherein any methylene of X can optionally be  
 replaced with a divalent radical selected from C(O), NR<sub>7</sub>, S(O)<sub>2</sub> and O; R<sub>7</sub>  
 and R<sub>8</sub> are independently selected from hydrogen, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy,  
 halo-substituted C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-6</sub>alkoxy, C<sub>6-10</sub>aryl C<sub>0-4</sub>alkyl,  
 C<sub>3-8</sub>heteroaryl C<sub>0-4</sub>alkyl, C<sub>3-12</sub>cycloalkyl C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl  
 C<sub>0-4</sub>alkyl; R<sub>9</sub> is selected from C<sub>6-10</sub>aryl C<sub>0-4</sub>alkyl, C<sub>5-10</sub>heteroaryl C<sub>0-4</sub>alkyl,  
 C<sub>3-12</sub>cycloalkyl C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl C<sub>0-4</sub>alkyl; wherein any  
 alkyl of R<sub>9</sub> can have a hydrogen replaced with —C(O)OR<sub>10</sub>; and any aryl,  
 heteroaryl, cycloalkyl or heterocycloalkyl of R<sub>7</sub>, R<sub>8</sub> or R<sub>9</sub> is optionally  
 substituted with 1 to 4 radicals independently selected from halo, cyano,  
 hydroxy, C<sub>1-6</sub>alkyl, C<sub>3-12</sub>cycloalkyl, halo-substituted C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy,  
 halo-substituted C<sub>1-6</sub>alkoxy, —XC(O)OR<sub>10</sub>, —XOR<sub>10</sub>, —XR<sub>11</sub>, —XOR<sub>11</sub>, —  
 XC(O)R<sub>11</sub>, —XNR<sub>10</sub>C(O)OR<sub>10</sub>, —XNR<sub>10</sub>C(O)R<sub>10</sub>, —XNR<sub>10</sub>S(O)<sub>0-2</sub>R<sub>10</sub>, —XS(O)<sub>0-2</sub>  
 R<sub>11</sub>, —XC(O)R<sub>10</sub>, —XC(O)NR<sub>10</sub>R<sub>11</sub>, —XC(O)NR<sub>10</sub>OR<sub>10</sub>, —XC(O)NR<sub>10</sub>R<sub>10</sub>, —

~~XS(O)<sub>0-2</sub>NR<sub>10</sub>R<sub>10</sub> and XS(O)<sub>0-2</sub>R<sub>10</sub>; wherein R<sub>10</sub> is independently selected from hydrogen, C<sub>1-6</sub>alkyl and halo-substituted C<sub>1-6</sub>alkyl; and R<sub>11</sub> is independently selected from C<sub>6-10</sub>aryl, C<sub>3-8</sub>heteroaryl, C<sub>3-12</sub>cycloalkyl and C<sub>3-8</sub>heterocycloalkyl;~~

R<sub>3</sub> is selected from *t*-butyl, 1,1-dimethyl-butyl, methyl-cyclopentyl, 1,1-dimethyl-propyl, 1-ethyl-1-methyl-propyl, 1,1-dimethyl-2-methyl-propyl and methyl-cyclohexyl C<sub>1-10</sub>alkyl, C<sub>1-10</sub>alkoxy, halo-substituted C<sub>1-10</sub>alkyl, halo-substituted C<sub>1-10</sub>alkoxy and C<sub>3-12</sub>cycloalkyl optionally substituted with 1 to 3 C<sub>1-6</sub>alkyl radicals;

and the pharmaceutically acceptable salts, ~~hydrates, solvates, isomers and prodrugs~~ thereof.

Claim 2. (Currently Amended) The compound of claim 1, or pharmaceutically acceptable salt thereof, in which

n is selected from 0, 1, 2 and 3;

~~Y is O;~~

R<sub>1</sub> ~~is selected~~ chloro, fluoro, methyl or trifluoromethyl ~~from halo, C<sub>1-6</sub>alkyl and halo-substituted C<sub>1-6</sub>alkyl;~~

R<sub>2</sub> is selected from phenyl, benzo[1,3]dioxolyl, cyclopentyl, benzoxazolyl, benzthiazolyl, 2,3-dihydro-benzo[1,4]dioxinyl, 2,3-dihydro-benzofuranyl, 1H-indazolyl, 1H-indolyl, naphthyl and 2-oxo-2,3-dihydro-1H-indol-5-yl, each of which is optionally substituted by 1 to 3 radicals independently selected from halo, hydroxy, methoxy, trifluoro-methoxy, difluoro-methoxy, ethyl, methyl-sulfanyl, methyl-carbonyl-amino, formamidyl, trifluoro-methyl, methyl, amino-carbonyl, dimethyl-amino, methyl-sulphanyl, methyl-formamidyl, methyl-carbonyl, ethenyl, methoxy-carbonyl, isopropyl, isopropoxy, cyano-methyl, optionally substituted phenyl, optionally substituted isoxazolyl, optionally substituted pyrazolyl, optionally substituted pyrrolidinyl-carbonyl, optionally substituted phenoxy, optionally substituted phenyl-carbonyl, optionally substituted pyridinyl, optionally substituted 1H-indolyl, optionally substituted pyrimidinyl, optionally substituted thiophenyl, optionally substituted benzoxy, optionally substituted furanyl,

optionally substituted 2,3-dihydro-benzo[1,4]dioxinyl and optionally substituted [1,3]dioxolanyl.

wherein the optional substituents are selected from 1-3 groups selected from halo, methyl, cyano, carboxy, carboxy-methyl, cyano-methyl, methoxy, methoxy-methyl, hydroxy-methyl, t-butoxy-carbonyl-amino, methyl-carbonyl-amino, methoxy-carbonyl, phenyl, t-butyl, butyl, isopropyl, methyl-sulfonyl-amino, hydroxy, cyclopropyl-formamidyl, methoxy-methyl-amino-carbonyl, cyclopentyl-formamidyl, 2-methoxy-propionyl, dimethyl-amino-carbonyl, phenyl-sulfonyl, methyl-sulfonyl, ethoxy-carbonyl, t-butoxy-carbonyl, methyl-sulfonyl-amino, phenoxy, methyl-amino-carbonyl, diethyl-amino-carbonyl, t-butyl-amino-carbonyl, isobutyl-formamidyl, formamidyl, pyrrolidinyl-carbonyl, benzyl-formamidyl, morpholino-carbonyl, ethyl-formamidyl, methoxy-carbonyl-ethyl, benzyl, butoxy, ethoxy, trifluoro-methyl, ethoxy-carbonyl-methyl, 1-oxo-1,3-dihydro-isobenzofuran-5-yl, amino-sulfonyl, chloro-methyl-carbonyl-amino, 2-oxo-piperidin-1-yl, ethyl, ethanoic acid, 1-methylethanoic acid, trifluoro-methoxy, hydroxy-carbonyl, methyl-carbonyl-amino-methyl, 4-oxo-piperidin-1-yl-carbonyl, acetyl-amino, carbonyl-methyl, dimethyl-amino, benzo-amino-carbonyl, methoxy-carbonyl-amino and 1-carboxy-ethyl C<sub>6-10</sub>aryl C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heteroaryl C<sub>0-4</sub>alkyl and C<sub>3-12</sub>cycloalkyl C<sub>0-4</sub>alkyl; wherein any aryl alkyl, heteroaryl alkyl or cycloalkyl alkyl of R<sub>2</sub> is optionally substituted by 1 to 3 radicals independently selected from halo, hydroxyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-6</sub>alkoxy, OXR<sub>7</sub>, OXC(O)NR<sub>7</sub>R<sub>8</sub>, OXC(O)NR<sub>7</sub>XC(O)OR<sub>8</sub>, OXC(O)NR<sub>7</sub>XOR<sub>8</sub>, OXC(O)NR<sub>7</sub>XNR<sub>7</sub>R<sub>8</sub>, OXC(O)NR<sub>7</sub>XS(O)<sub>0-2</sub>R<sub>8</sub>, OXC(O)NR<sub>7</sub>XNR<sub>7</sub>C(O)R<sub>8</sub>, OXC(O)NR<sub>7</sub>XC(O)XC(O)OR<sub>8</sub>, OXC(O)NR<sub>7</sub>R<sub>9</sub>, OXC(O)OR<sub>7</sub>, OXOR<sub>7</sub>, OXR<sub>9</sub>, XR<sub>9</sub>, OXC(O)R<sub>9</sub> and OXC(O)NR<sub>7</sub>CR<sub>7</sub>[C(O)R<sub>8</sub>]<sub>2</sub>; wherein X is a selected from a bond and C<sub>1-6</sub>alkylene; R<sub>7</sub> and R<sub>8</sub> are independently selected from hydrogen, cyano, C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl and

~~C<sub>3-12</sub>cycloalkyl-C<sub>0-4</sub>alkyl; R<sub>9</sub> is selected from C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-12</sub>cycloalkyl-C<sub>0-4</sub>alkyl and C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl; wherein any alkyl of R<sub>9</sub> can have a hydrogen replaced with—C(O)OR<sub>10</sub>; and any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R<sub>9</sub> is optionally substituted with 1 to 4 radicals independently selected from halo, C<sub>1-6</sub>alkyl, C<sub>3-12</sub>cycloalkyl, halo-substituted C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, halo-substituted C<sub>1-6</sub>alkoxy, XC(O)OR<sub>10</sub>, XC(O)R<sub>10</sub>, XC(O)NR<sub>10</sub>R<sub>10</sub>, XS(O)<sub>0-2</sub>NR<sub>10</sub>R<sub>10</sub> and XS(O)<sub>0-2</sub>R<sub>10</sub>; wherein R<sub>10</sub> is independently selected from hydrogen and C<sub>1-6</sub>alkyl; and R<sub>3</sub> is selected from C<sub>1-10</sub>alkyl and C<sub>3-12</sub>cycloalkyl optionally substituted with 1 to 3 C<sub>1-6</sub>alkyl radicals.~~

Claim 3. (Cancelled)

Claim 4. (Cancelled)

Claim 5. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1, or pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable excipient.

Claim 6. (Withdrawn) A method for treating a disease in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of claim 1.

Claim 7. (Withdrawn) The method of claim 6, wherein the diseases or disorder are selected from cardiovascular disease, diabetes, neurodegenerative diseases and inflammation.

Claim 8. (Cancelled)

Claim 9. (Cancelled)

Claim 10. (Withdrawn) The method of claim 9 further comprising administering a therapeutically effective amount of a compound of claim 1 in combination with another therapeutically relevant agent.

Claim 11. (New) The compound of claim 1, wherein the compound is selected from:

